
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

Form 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): January 12, 2005

Cedant Corporation

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-10308
(Commission File No.)

06-0918165
(I.R.S. Employer
Identification Number)

9 West 57th Street
New York, New York
(Address of principal
executive office)

10019
(Zip Code)

Registrant's telephone number, including area code (212) 413-1800

(Former name or former address if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Securities Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 7.01 Regulation FD Disclosure.

As previously disclosed, Cendant Corporation (“Cendant”) announced that its board of directors approved the distribution of the mortgage and fleet operations of PHH Corporation (“PHH”) to Cendant’s stockholders through the distribution of all of PHH’s common stock (the “spin-off”). The spin-off will be effective January 31, 2005. In connection with the spin-off, beginning January 12, 2005, certain of those persons who will be management of PHH following completion of the spin-off will present to certain investors the information about PHH described in the slides attached to this report as Exhibit 99.1. The slides set forth in Exhibit 99.1 are incorporated by reference herein.

The information in this report is being furnished, not filed, pursuant to Regulation FD. Accordingly, the information in this report will not be incorporated by reference into any registration statement filed by Cendant under the Securities Act of 1933, as amended, unless specifically identified therein as being incorporated therein by reference. The furnishing of the information in this report is not intended to, and does not, constitute a determination or admission by Cendant that the information in this report is material or complete, or that investors should consider this information before making an investment decision with respect to any security of Cendant or any of its affiliates.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Slides from PHH Corporation’s presentation to certain investors.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CENDANT CORPORATION

By: /s/ Eric J. Bock
Eric J. Bock
Executive Vice President, Law and Corporate
Secretary

Date: January 12, 2005

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CENDANT CORPORATION
CURRENT REPORT ON FORM 8-K
Report Dated January 12, 2005

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
Exhibit 99.1	Slides from PHH Corporation's presentation to certain investors.

PHH

Management Presentation

January 2005

Forward Looking Statements

Statements in this presentation which are not statements of historical fact are “forward-looking statements” within the “safe harbor” provision of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are based on the information available to, and the expectations and assumptions deemed reasonable by, PHH Corporation at the time this presentation was made. Although PHH Corporation believes that the assumptions underlying such statements are reasonable, it can give no assurance that they will be attained. Factors that could cause actual results to differ materially from expectations include the risks detailed under the section “Risk Factors” in the Company’s January 2005 Information Statement.

Important definitions and reconciliations can be found in the glossary of this presentation.

Spin-off Summary

Issuer:	PHH Corporation
Ticker / Exchange:	PHH / NYSE
Distribution Ratio:	1 share PHH: 20 shares Cendant
Pro Forma Shares Outstanding:	52.6 million
Record Date:	January 19, 2005
Distribution Date:	January 31, 2005
“Regular Way” Trading Begins:	February 1, 2005
Expected PHH Dividend:	None

Note: All financial results in the presentation are “pro forma” as described under “Unaudited Pro Forma Financial Information” in PHH’s Information Statement dated January 6, 2005.

Senior Management Team

Terry Edwards

President and Chief Executive Officer

Neil Cashen

Executive Vice President and Chief Financial Officer

George Kilroy

President and Chief Executive Officer – Fleet Management

Joseph Suter

President and Chief Executive Officer – Mortgage Services

The logo for PHH, consisting of the letters 'PHH' in a bold, white, sans-serif font, set against a dark blue rectangular background with a thin black border.

PHH

Terry Edwards

President and Chief Executive Officer

Who We Are

- Leading outsource provider of mortgage and vehicle fleet management services
 - Sixth largest retail originator of residential mortgages in U.S.
 - Second largest fleet management provider in U.S. and Canada
- 58-year operating history – innovator in industry
 - Publicly traded on NYSE, 1978 – 1997
 - Powerful platform and positioning for mortgage originations
- Clients include Cendant Real Estate Brands and leading financial institutions in mortgage segment and nearly one-third of Fortune 500 in fleet management segment
- 2004E key statistics:
 - \$2.4 billion pro forma revenue
 - \$53 billion mortgage loan originations
 - Over 317,000 fleet vehicles leased

Investment Highlights

- **Focused outsourcing business model**
- **Complementary business segments**
- **Significant growth opportunities**
- **Proven credit underwriting and asset quality**
- **Experienced and motivated management team**

Investment Highlights

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Focus on Providing Outsourced Services for Leading Companies

Mortgage Services

Real Estate Brokerage



Financial Institutions



Charles Schwab



Relocation



Fleet Management

Fortune 500



National Fleets



Truck Clients



Compelling Outsourcing Benefits



Investment Highlights

- Focused outsourcing business model
- Complementary business segments
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- Experienced and motivated management team

Complementary Outsource Business Models

**Outsource Provider of
Mortgage Services**

**Outsource Provider of Fleet
Management Services**

- Growth-oriented business
- Comprehensive hedging strategy

- Fee-based services
- Long-standing relationships with corporate partners
- Technology provides competitive advantage
- Scalable platform
- Strong credit / asset quality
- Experienced management

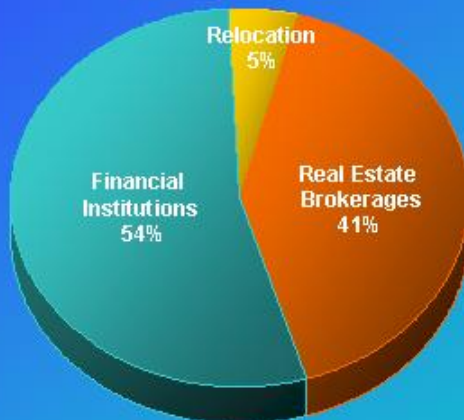
- Stable, predictable cash flow
- Vehicle depreciation reduces taxable income

Differentiated Mortgage Origination Strategy

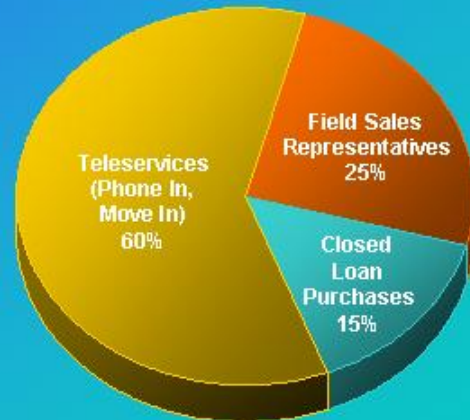
Harnessing Clients' Brands

Meeting Consumers' Needs

Channels



Platforms



2004E Loan Originations: \$53 billion

Expanding PHH Mortgage Market Share in Growing Purchase Market

(\$ in billions)



Sources: Fannie Mae and PHH

Strategic Relationship with Cendant

- PHH Mortgage will be exclusive recommended provider to Cendant's owned real estate operations
- Cendant is the largest owner/franchiser of real estate brokerage services in the U.S.
 - Involved in approximately 25% of all residential real estate transactions
- Mortgage venture owned 50.1%/49.9% by PHH and Cendant will originate loans sourced through NRT and Cendant Mobility
- PHH Mortgage exclusively endorsed to Cendant franchisees



Note: Mortgage Venture is not expected to be fully operational until mid 2005.

Fleet Management's Leadership Position

- Pioneered fleet management industry in 1946
- #2 provider in U.S. and Canada
- Integrated solutions provider with significant scale
- Over 317,000 vehicles leased
- Approximately 303,000 additional vehicles serviced under fuel, maintenance, accident and/or similar management arrangements
- Limited asset risk
- Open-end leases (98% of total) — residual risk borne by clients
- Superior client retention

Diversified Fleet Management Revenue Streams

Asset-Based Services

- Purchase/Disposition
- Financing
- Asset Management Fee



Fee-Based Services

- Maintenance
- Accident Management
- Fuel

- Focused on providing integrated fleet management solutions
- Client relationships becoming highly consultative

Investment Highlights

- Focused outsourcing business model
- Complementary business segments
- Significant growth opportunities
- Proven credit underwriting and asset quality
- Experienced and motivated management team

Mortgage Services Growth Opportunities

- **New products and services**
 - ***MyChoice***¹
 - **Home Equity Lines of Credit (HELOC)**
- **Deployment of proprietary technology at client point-of-sale**
- **New outsourcing clients**
 - **Significant client growth following downturns historically**
 - **Pipeline building**

¹ Offers customers the option to choose to obtain mortgages via teleservices, field representatives or the Internet.

Major Clients Outsourcing to PHH Mortgage

(\$ in billions)



Source: Mortgage Bankers Association, as of December 20, 2004

Fleet Management Growth Opportunities

- Continued focus on signing large fleet customers
- National Fleet segment (75-500 vehicles)
 - Less penetrated segment
- New products and services for truck fleets
 - Growing segment
- New strategic partnerships

Investment Highlights

- Focused outsourcing business model
- Complementary business segments
- Significant growth opportunities
- Proven credit underwriting and asset quality
- Experienced and motivated management team

Proven Credit Underwriting and Asset Quality

Mortgage Services

- Centralized automated underwriting
- Separation of duties between sales and credit
- Highly liquid mortgage loans
- Strong default management
- Prepayment speeds consistently slower than those of major competitors

Fleet Management

- Open-end leases
- Fortune 1000 client base
- Annual write-offs less than 6 basis points historically
- Assets match-funded, primarily in on-balance-sheet securitization trusts

Investment Highlights

- Focused outsourcing business model
- Complementary business segments
- Significant growth opportunities
- Proven credit underwriting and asset quality
- Experienced and motivated management team

Senior Management has Significant Industry Experience and Tenure

Executive	Years with PHH	Current / Prior Experiences
Terry Edwards	25 years	<ul style="list-style-type: none">▪ President and Chief Executive Officer▪ Member of the Board of Directors▪ Previously President and CEO of PHH Mortgage
Neil Cashen	26 years	<ul style="list-style-type: none">▪ EVP and Chief Financial Officer▪ Chief Financial Officer – Fleet Management
George Kilroy	28 years	<ul style="list-style-type: none">▪ President and Chief Executive Officer – Fleet Management▪ Member of the Board of Directors
Joseph Suter	21 years	<ul style="list-style-type: none">▪ President and Chief Executive Officer – PHH Mortgage▪ Previously Senior Vice President of Risk Management and Capital Markets

Management interests aligned with those of shareholders

Outside Board Directors

Director	Current / Prior Experiences
A.B. Krongard (Non-executive Chairman)	<ul style="list-style-type: none"> Former Executive Director of the Central Intelligence Agency Former Chief Executive Officer of Alex. Brown
James W. Brinkley	<ul style="list-style-type: none"> Director of Legg Mason, Inc. Chairman of Legg Mason Wood Walker
Ann D. Logan	<ul style="list-style-type: none"> Chair of the Annual Fund at Bryn Mawr College Former Executive Vice President and Chief Credit Officer at Fannie Mae
Jonathan D. Mariner	<ul style="list-style-type: none"> Executive Vice President and Chief Financial Officer of Major League Baseball Former Chief Operating Officer of Charter Schools U.S.A.
Francis J. Van Kirk (effective 7/1/05)	<ul style="list-style-type: none"> Managing Partner of PriceWaterhouseCoopers' Philadelphia office (will retire before joining PHH Board)

The logo for PHH, consisting of the letters 'PHH' in a bold, white, sans-serif font, set against a dark blue rectangular background with a thin black border.

PHH

Neil Cashen

Chief Financial Officer

Key Drivers of Financial Performance

Mortgage Services

- Loan origination volume
- Production revenue margin
- Average servicing portfolio
- Servicing revenue margin
- Pretax margin

Fleet Management

- Average leased vehicles
- Margin per vehicle

See "Glossary" herein for detailed information.

Mortgage Loan Originations and Pro Forma Production Revenue Margin

(\$ in billions)



See "Glossary" herein for detailed information.

¹ Represents estimate of 2004 full year results on a pro forma basis, which have been revised since Cendant's Investor Day Conference on December 1, 2004. Amounts are unaudited and subject to change.

Mortgage Servicing Portfolio and Pro Forma Servicing Revenue Margin

(\$ in billions)



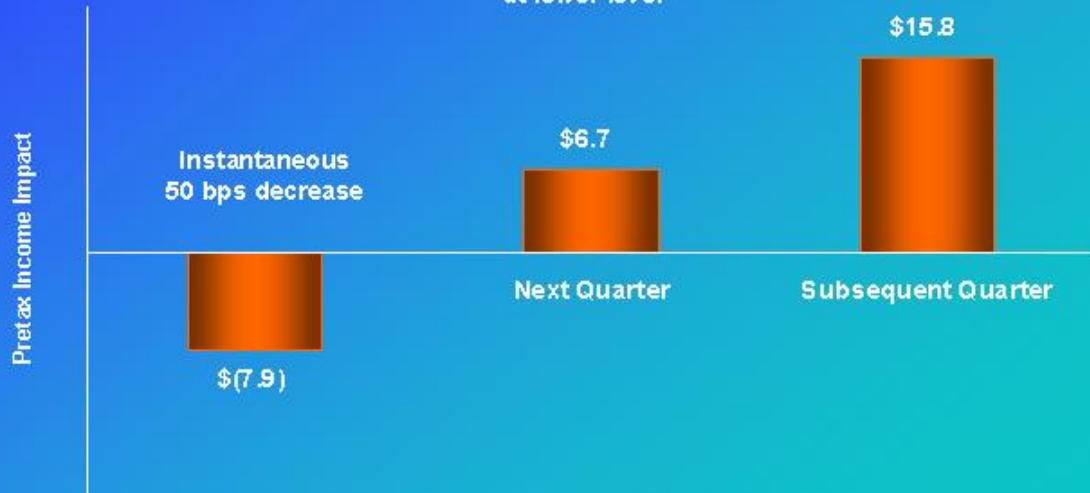
See "Glossary" herein for detailed information.

¹ Represents estimate of 2004 full year results on a pro forma basis, which have been revised since Cendant's Investor Day Conference on December 1, 2004. Amounts are unaudited and subject to change.

“Natural” Hedge Lags Potential Servicing Margin Impact

(\$ in millions)

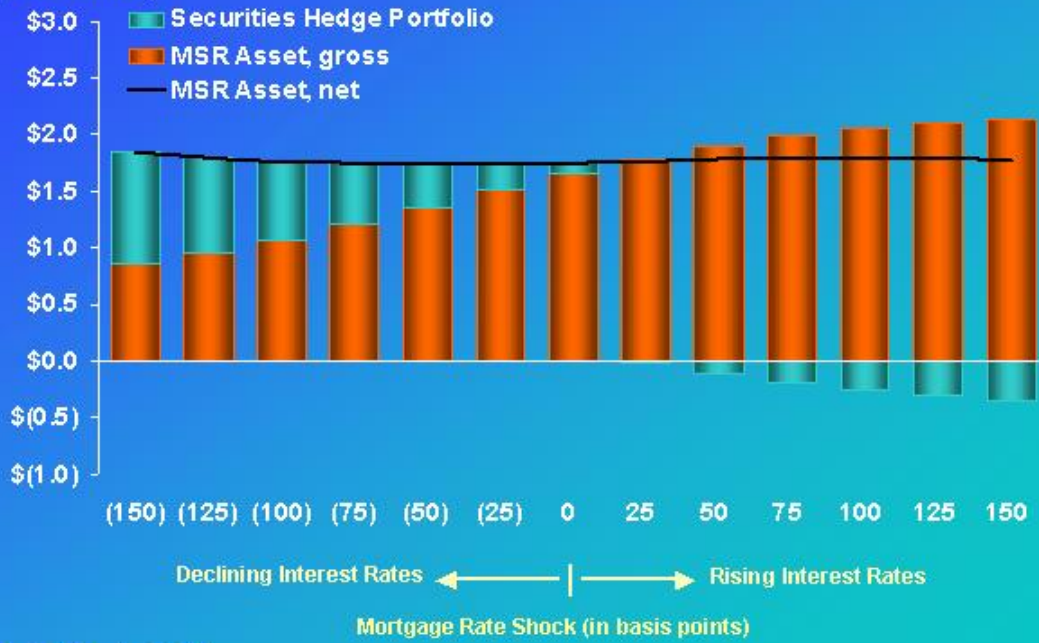
Our analysis suggests that an instantaneous mortgage rate drop of 50 basis points would result in a loss in value of the mortgage servicing rights asset (MSR), net of associated hedges, but would result in additional origination profits in future periods if rates remain at lower level¹



¹ Assumes mortgage rates decline on last day of a quarter and remains constant for next two quarters.

MSR Hedged for Interest Rate Changes

(\$ in billions)



Note: As of December 27, 2004.

Total Mortgage Revenue and Pretax Margin

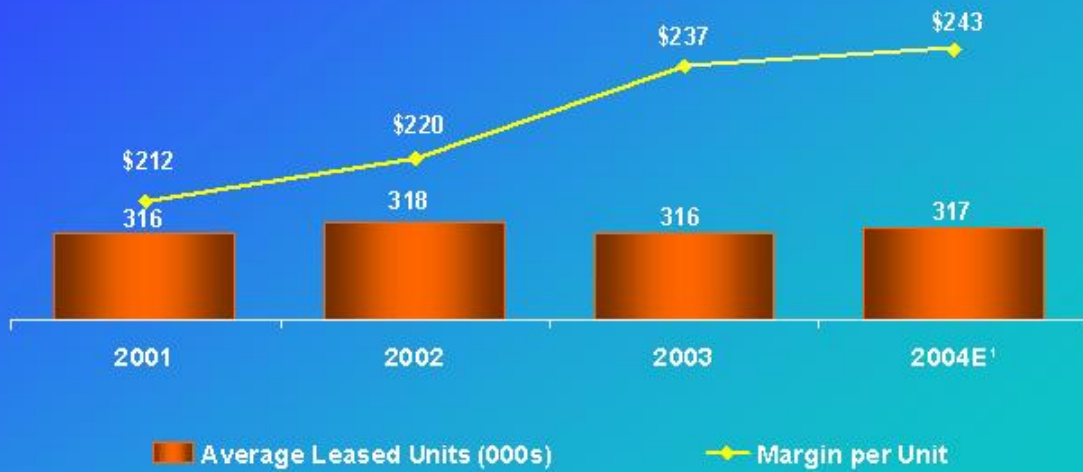
(\$ in millions)



See "Glossary" herein for detailed information.

¹ Represents estimate of 2004 full year results on a pro forma basis, which have been revised since Cendant's Investor Day Conference on December 1, 2004. Amounts are unaudited and subject to change.

Leased Vehicles and Margin per Vehicle



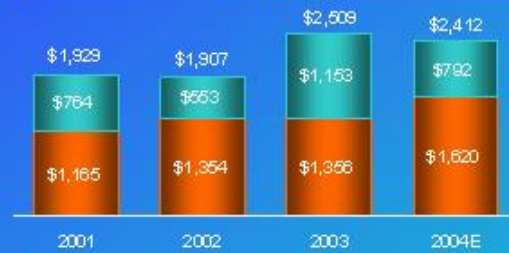
See "Glossary" herein for detailed information.

¹ Represents estimate of 2004 full year results on a pro forma basis, which have been revised since Centaur's Investor Day Conference on December 1, 2004. Amounts are unaudited and subject to change. Includes 2004 acquisition of FirstFleet.

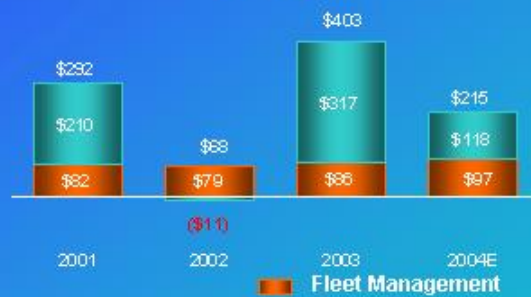
Summary Pro Forma Financial Results ¹

(\$ in millions)

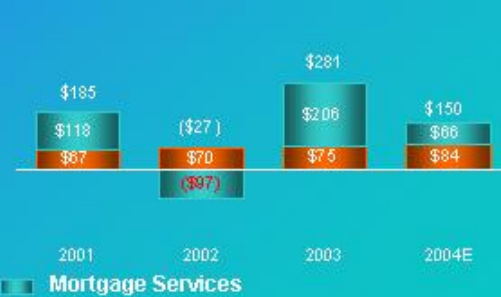
Revenue



EBITDA



Pretax Income after Minority Interest

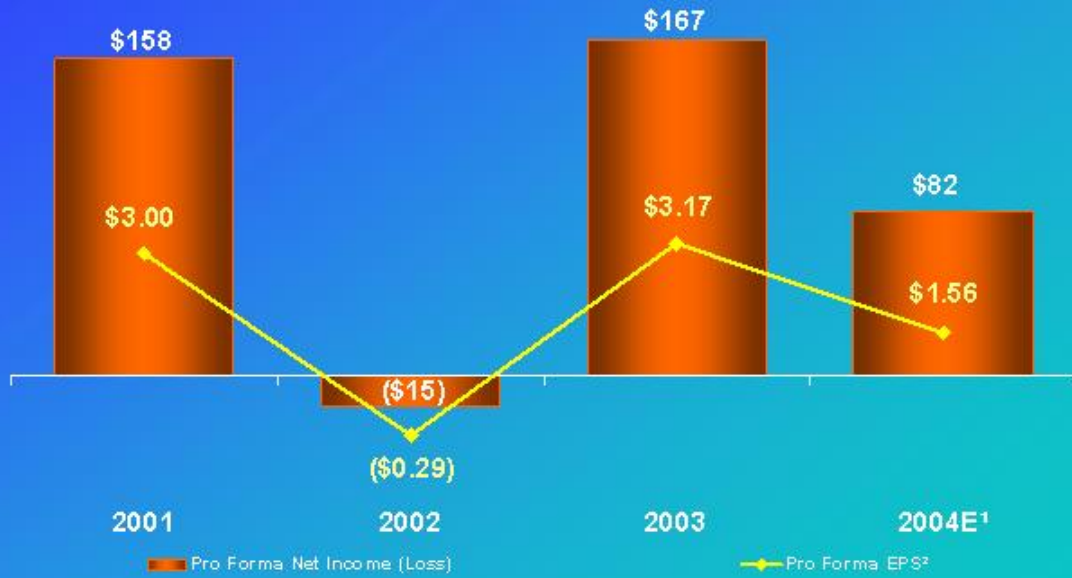


Note: Excludes Corporate and Other. See Glossary herein for detailed information.

¹ Represents estimate of 2004 full year results on a pro forma basis, which have been reviewed since Credit's Investor Day Conference on December 1, 2004. Amounts are unaudited and subject to change.

Pro Forma Net Income and EPS

(\$ in millions, except per share data)



¹ Represents estimate of 2004 full year results on a pro forma basis, which have been revised since Cendant's Investor Day Conference on December 1, 2004. Amounts are unaudited and subject to change.

² EPS reflects the number of common shares expected upon completion of the spin-off, it does not include common stock equivalents.

Pro Forma Balance Sheet

(\$ in millions, except per share data)

September 30, 2004

Assets	
Cash	\$ 211
Restricted and program cash	540
Receivables, net	329
Mortgage loans held for sale	2,150
Mortgage servicing rights, net	1,653
Vehicle-related, net	3,684
Income tax receivable from Cendant	226
Property and equipment, net	101
Goodwill and other intangible assets	118
Other assets	458
Total assets	\$9,470
Liabilities and stockholders' equity	
Debt	\$6,610
Other liabilities	1,402
Stockholders' equity	1,458
Total liabilities and stockholders' equity	\$9,470
Debt / Equity	4.5x
Book Value per Share ¹	\$27.74

¹ Book value represents total stockholders' equity.

Our 2005 Forecast Assumptions

Mortgage Services

- 10-year Treasury between 4.25% and 5.0%
- PHH origination volume declining less than 10% versus forecasted industry decline of approximately 17%
- Pretax margin low double-digits

Fleet Management

- Leasing units modestly higher
- Margin per unit modestly lower

2005 Projections ¹

(\$ in millions, except per share data)

Revenue	\$2,450 - \$2,600
Pretax income after minority interest	
Mortgage Services	\$100 - \$110
Fleet Management Services	70 - 80
Total	<u>\$170 - \$190</u>

¹ Excludes first quarter 2005 items related to the spin-off, as described on page 40. Assumes the mortgage venture is operational as of mid-2005.

2005 Q1 Items Related to Spin-Off

- **One-month of financial results for Wright Express and Cendant Mobility as discontinued operations**
- **Estimated \$236 million write-off of goodwill**
- **Estimated \$21 million (after-tax) premium to redeem \$443 million of unsecured debt**

Key Goals and Action Steps

Key Goals

Key Action Steps

Higher Mortgage Origination Volume

- Complete *MyChoice* rollout
- Expand outsource pipeline
- Deploy technology at point-of-sale

Increased Mortgage Profitability

- Shift to greater variable / performance-based compensation
- Increase closed loans per employee

Increased Fleet Leased Vehicles

- Establish dedicated sales force in National Fleet segment
- Expand marketing of truck fleet management capabilities

Investment Highlights

- **Focused outsourcing business model**
- **Complementary business segments**
- **Significant growth opportunities**
- **Proven credit underwriting and asset quality**
- **Experienced and motivated management team**

PHH

Glossary

Summary of Terms

- ***Production revenue margin:*** Production revenue divided by mortgage loan originations
- ***Servicing revenue margin:*** Servicing revenue divided by average servicing portfolio
- ***Mortgage pretax margin:*** Mortgage pretax income less pretax minority interest expense divided by total mortgage revenue
- ***Margin per vehicle:*** Fleet management pretax income divided by total average leased vehicles
- ***EBITDA:*** *Net income before non-program related depreciation and amortization, income taxes and minority interests*

Reconciliation Pro Forma Revenue

(\$ in millions)

	2001	2002	2003	2004E ¹
Mortgage services	\$764	\$553	\$1,153	\$792
Fleet management services	1,165	1,354	1,356	1,620
Total reportable segments	1,929	1,907	2,509	2,412
Corporate and other	85	(3)	(4)	(3)
Total Company	\$2,014	\$1,904	\$2,505	\$2,409

¹ Represents estimate of 2004 full year results on a pro forma basis, which have been revised since Cendant's Investor Day Conference on December 1, 2004. Amounts are unaudited and subject to change.

Reconciliation Pro Forma EBITDA

(\$ in millions)

	2001	2002	2003	2004E ¹
Mortgage services	\$210	\$(11)	\$317	\$118
Fleet management services	82	79	86	97
Total reportable segments	292	68	403	215
Corporate and other	82	2	(4)	3
Total Company	\$374	\$70	\$399	\$218

¹ Represents estimate of 2004 full year results on a pro forma basis, which have been revised since Cendant's Investor Day Conference on December 1, 2004. Amounts are unaudited and subject to change.

Reconciliation Pro Forma Pretax Income after Minority Interest ¹

(\$ in millions)

	2001	2002	2003	2004E ²
Mortgage Services EBITDA	\$210	\$(11)	\$317	\$118
Less: Depreciation and amortization	29	23	27	32
Pretax income	181	(34)	290	86
Less: Pretax minority interest ³	63	63	84	20
Pretax income after minority interest	\$118	\$(97)	\$206	\$66
Fleet Management EBITDA	\$82	\$79	\$86	\$97
Less: Depreciation and amortization	15	9	11	13
Pretax income	\$67	\$70	\$75	\$84
Corporate and other	\$82	\$2	\$(4)	\$3
Total Company Pretax income	\$330	\$38	\$361	\$173
Total Company Pretax income after minority interest	267	(25)	277	153

¹ Represents the measure we intend to use as a separately traded public company.

² Represents estimate of 2004 full year results on a pro forma basis, which have been revised since Cardent's Investor Day Conference on December 1, 2004. Amounts are unaudited and subject to change.

³ Represents pre-tax minority interest expense related to the mortgage venture.

Reconciliation Pro Forma Mortgage Revenue Margin

(\$ in millions)

	2001	2002	2003	2004E ¹
Production revenue	\$688	\$951	\$1,440	\$689
Originations	44,522	59,279	83,701	52,554
Production revenue margin	1.55%	1.60%	1.72%	1.31%
Servicing revenue	\$76	\$(398)	\$(287)	\$103
Average servicing portfolio	88,943	105,780	122,887	137,881
Servicing revenue margin	0.09%	(0.38)%	(0.23)%	0.07%
Total Mortgage revenue	\$764	\$553	\$1,153	\$792

¹ Represents estimate of 2004 full year results on a pro forma basis, which have been revised since Cardant's Investor Day Conference on December 1, 2004. Amounts are unaudited and subject to change.

Reconciliation 2005 Projections

(\$ in millions, except per share data)

	Excluding Spin-off Related Items		Spin-Off Related Items ¹	Including Spin-off Related Items	
Revenue	\$2,450	\$2,600	\$--	\$2,450	\$2,600
Mortgage EBITDA	\$140	\$145	\$--	\$140	\$145
Less: Depreciation and amortization	30	25	--	30	25
Pretax income	110	120	--	110	120
Less: Pretax minority interest ²	10	10	--	10	10
Pretax income after minority interest ³	\$100	\$110	\$--	\$100	\$110
Fleet Management EBITDA	\$85	\$90	\$(236)	\$(151)	\$(146)
Less: Depreciation and amortization	15	10	--	15	10
Pretax income ³	\$70	\$80	\$(236)	\$(166)	\$(156)
Corporate and other	\$--	\$--	\$(45)	\$(45)	\$(45)
Total Company Pretax income	\$180	\$200	\$(281)	\$(101)	\$(81)
Total Company Pretax income after minority interest ³	\$170	\$190	\$(281)	\$(111)	\$(91)

¹ Represents \$230 million of goodwill we expect to write-off upon completion of the spin-off and a \$45 million (\$21 million, after tax) premium we expect to pay in connection with the redemption of unsecured debt associated with the spin-off. These items have no continuing impact on our business or results of operations.

² Represents pretax minority interest expense related to the mortgage venture assuming that the venture is operational as of July 1, 2005.

³ Represents the measure we intend to use as a separately traded public company.